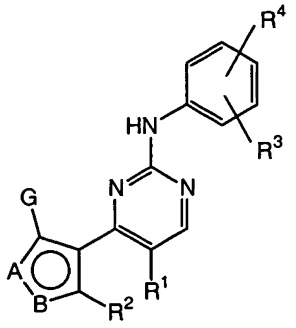
AMENDMENT TO THE CLAIMS

1. (Currently amended) A compound of formula **I**:



I

or a pharmaceutically acceptable salt ~~derivative~~ thereof, wherein:

A-B is N-O or O-N;

R^1 is selected from halogen, NO_2, T_yR, or TCN;

each T is independently selected from an optionally substituted C_1-C_6 alkylidene chain, wherein:

one methylene unit of T is optionally replaced by O, NR, NRC(O), C(O)NR, NRC(O)NR, C(O), $C(O)CH_2C(O)$, C(O)C(O), C(O)O, OC(O), $NRSO_2$, S, SO, SO_2NR, or SO_2;

y is ~~zero or~~ one;

each R is independently selected from hydrogen or an optionally substituted C_1-C_6 aliphatic group, or:

two R on the same nitrogen are taken together with the nitrogen to form a 3-7 membered saturated, partially unsaturated, or fully unsaturated ring having 1-2 heteroatoms, in addition to the nitrogen bound thereto, independently selected from nitrogen, oxygen, or sulfur;

R^2 is R or Ar^1;

G is selected from X_mR or X_mAr^1;

each m is independently selected from zero or one;

X is selected from O, S, SO, SO_2, NH, C(O), C(O)NH, NHC(O), NHC(O)NH, SO_2NH, $NHSO_2$, or $NHSO_2NH$;

each Ar^1 is independently selected from an optionally substituted ring selected from a 5-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-10 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur;

R^3 is selected from ZQ_nR^5 or ZQ_nR^7, wherein ZQ_nR^7 is not hydrogen;

Q is an optionally substituted C_1-C_6 alkylidene chain wherein:

one or two non-adjacent methylene units of Q are optionally and independently replaced by O, NR, NRC(O), C(O)NR, C(O), S, SO, SO_2, or SO_2NR; provided that said optionally replaced methylene unit of Q is a methylene unit non-adjacent to R^7;

each n is independently selected from zero or one;

Z is selected from a valence bond, O, S, SO, SO_2, NH, C(O), C(O)NH, NHC(O), SO_2NH, or $NHSO_2$;

R^4 is selected from R, halogen, NO_2, CN, OR, SR, $N(R)_2$, NRC(O)R, $NRC(O)N(R)_2$, $NRCO_2R$, C(O)R, CO_2R, OC(O)R, $C(O)N(R)_2$, $OC(O)N(R)_2$, SOR, SO_2R, $SO_2N(R)_2$, $NRSO_2R$, $NRSO_2N(R)_2$, C(O)C(O)R, or $C(O)CH_2C(O)R$~~, or:~~

~~two R^4 on adjacent positions of the phenyl ring are taken together to form a saturated, partially unsaturated, or fully unsaturated 5-7 membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur~~;

R^5 is Ar^1, wherein R^5 is optionally substituted with up to three R^6;

each R^6 is independently selected from R, halogen, NO_2, CN, OR, SR, $N(R)_2$, NRC(O)R, $NRC(O)N(R)_2$, $NRCO_2R$, C(O)R, CO_2R, $C(O)N(R)_2$, $OC(O)N(R)_2$, SOR, SO_2R, $SO_2N(R)_2$, $NRSO_2R$, $NRSO_2N(R)_2$, C(O)C(O)R, or $C(O)CH_2C(O)R$, or:

two R^6 on adjacent positions of R^5 are taken together to form a saturated, partially unsaturated, or fully unsaturated 5-7 membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; and

R^7 is selected from R, halogen, NO_2, CN, OR, SR, $N(R)_2$, NRC(O)R, $NRC(O)N(R)_2$, $NRCO_2R$, C(O)R, CO_2R, OC(O)R, $C(O)N(R)_2$, $OC(O)N(R)_2$, SOR, SO_2R, $SO_2N(R)_2$, $NRSO_2R$, $NRSO_2N(R)_2$, C(O)C(O)R, or $C(O)CH_2C(O)R$[[;]]

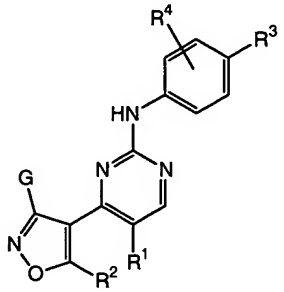
~~provided that:~~

~~(a) when R^3 is ZQR^7, R^1 is other than hydrogen, and~~

~~(b) when R^1 is hydrogen, R^5 is other than phenyl~~.

2. (Canceled)

3. (Currently amended) The compound according to claim 1 [[2]], wherein said compound has the formula **II**:



II

or a pharmaceutically acceptable salt ~~derivative~~ thereof.

4. (Original) The compound according to claim 3 wherein:

R^3 is ZQ_nR^5;

Z is a valence bond, O, NH, or NHC(O); and

R^5 is a 5-6 membered saturated or aryl ring having 0-2 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein said ring is optionally substituted with up to two R^6 groups.

5. (Original) The compound according to claim 3, wherein:

R^3 is ZQ_nR^7;

Z is a valence bond, O, NH, or NHC(O); and

R^7 is selected from OR, $N(R)_2$, OC(O)R, CO_2R, $C(O)N(R)_2$, NRC(O)OR, or NRC(O)R.

6-25. (Canceled)

26. (Currently amended) A composition comprising a compound according to claim 1~~, in an amount to detectably inhibit Src or Lck protein kinase activity,~~ and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

27. (Currently amended) The composition according to claim 26, additionally comprising an additional therapeutic agent selected from a chemotherapeutic or anti-proliferative agent selected from Gleevec™, adriamycin, dexamethasone, vincristine, cyclophosphamide, fluorouracil, topotecan, taxol, an interferon, or a platinum derivative;[[,]] a treatment for Alzheimer's Disease selected from Aricept® or Excelon;[[,]] a treatment for Parkinson's Disease selected from L-DOPA/carbidopa, entacapone, ropinrole, pramipexole, bromocriptine, pergolide, trihexephendyl, or amantadine;[[,]] an agent for treating Multiple Sclerosis (MS) selected from beta interferon, Copaxone®, or mitoxantrone;[[,]] a treatment for asthma selected from albuterol or Singulair®;[[,]] an anti-inflammatory agent selected from a corticosteroid, a TNF blocker, IL-1 RA, azathioprine, cyclophosphamide, or sulfasalazine;[[,]] an immunomodulatory or immunosuppressive agent selected from cyclosporin, tacrolimus, rapamycin, mycophenolate mofetil, an interferon, a corticosteroid, cyclophophamide, azathioprine, or sulfasalazine;[[,]] a neurotrophic factor selected from an acetylcholinesterase inhibitor, an MAO inhibitor, an interferon, an anti-convulsant, an ion channel blocker, or riluzole;[[,]] an agent for treating cardiovascular disease selected from a beta-blocker, an ACE inhibitor, a diuretic, a nitrate, a calcium channel blocker, or a statin;[[,]] an agent for treating liver disease selected from a corticosteroid, cholestyramine, or an interferon;[[,]] an agent for treating a blood disorder selected from a corticosteroid, an anti-leukemic agent, or a growth factor;[[,]] or gamma globulin ~~an agent~~ for treating an immunodeficiency disorder.

28. (Currently amended) A method of inhibiting Src or Lck kinase activity in a biological sample, comprising the step of contacting said biological sample *in vitro* with:

a) a composition according to claim 26; or

b) a compound according to claim 1.

29. (Currently amended) A method of treating or lessening the severity of a Src- or Lck-mediated disease or condition in a patient, comprising the step of administering to said patient:

a) a composition according to claim 26; or

b) a compound according to claim 1,

wherein said disease or condition is selected from hypercalcemia; restenosis; osteoporosis; osteoarthritis; bone metastasis; rheumatoid arthritis; inflammatory bowel disease; multiple sclerosis; psoriasis; lupus; graft vs. host disease; T-cell mediated hypersensitivity disease; Hashimoto's thyroiditis; Guillain-Barre syndrome; chronic obstructive pulmonary disorder; contact dermatitis; a cancer selected from colon cancer, breast cancer, hepatic cancer, pancreatic cancer, B-cell leukemia or lymphoma; Paget's disease; asthma; ischemic or reperfusion injury; allergic disease; atopic dermatitis; or allergic rhinitis.

30. (Canceled)

31. (Currently amended) A method of treating or lessening the severity of a Lck-mediated disease or condition in a patient ~~The method according to claim 29~~, comprising the step of administering to said patient:

a) a composition according to claim 26; or

b) a compound according to claim 1,

wherein said Lck-mediated disease is selected from an autoimmune disease, an allergy ~~allergies~~, rheumatoid arthritis, or leukemia.

32. (Currently amended) The method according to claim 29, comprising the additional step of administering to said patient an additional therapeutic agent selected from a chemotherapeutic or anti-proliferative agent selected from Gleevec™, adriamycin, dexamethasone, vincristine, cyclophosphamide, fluorouracil, topotecan, taxol, an interferon, or a

platinum derivative;[[,]] a treatment for Alzheimer's Disease selected from Aricept® or Excelon;[[,]] a treatment for Parkinson's Disease selected from L-DOPA/carbidopa, entacapone, ropinrole, pramipexole, bromocriptine, pergolide, trihexephendyl, or amantadine;[[,]] an agent for treating Multiple Sclerosis (MS) selected from beta interferon, Copaxone®, or mitoxantrone;[[,]] a treatment for asthma selected from albuterol or Singulair®;[[,]] an anti-inflammatory agent selected from a corticosteroid, a TNF blocker, IL-1 RA, azathioprine, cyclophosphamide, or sulfasalazine;[[,]] an immunomodulatory or immunosuppressive agent selected from cyclosporin, tacrolimus, rapamycin, mycophenolate mofetil, an interferon, a corticosteroid, cyclophophamide, azathioprine, or sulfasalazine;[[,]] a neurotrophic factor selected from an acetylcholinesterase inhibitor, an MAO inhibitor, an interferon, an anti-convulsant, an ion channel blocker, or riluzole;[[,]] an agent for treating cardiovascular disease selected from a beta-blocker, an ACE inhibitor, a diuretic, a nitrate, a calcium channel blocker, or a statin;[[,]] an agent for treating liver disease selected from a corticosteroid, cholestyramine, or an interferon;[[,]] an agent for treating a blood disorder selected from a corticosteroid, an anti-leukemic agent, or a growth factor;[[,]] or gamma globulin ~~an agent~~ for treating an immunodeficiency disorder, wherein:

said additional therapeutic agent is appropriate for the disease being treated; and

said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.

33. (Currently amended) A composition for coating a prosthesis, artificial valve, vascular graft, stent, or catheter ~~an implantable device~~ comprising a compound according to claim 1 and a carrier suitable for coating said implantable device.

34. (Currently amended) A prosthesis, artificial valve, vascular graft, stent, or catheter ~~An implantable device~~ coated with a composition according to claim 33.